

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Runyan Jonathan T</u> (Last) (First) (Middle) <u>C/O OKTA, INC.</u> <u>301 BRANNAN STREET</u> (Street) <u>SAN FRANCISCO</u> <u>CA</u> <u>94107</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Okta, Inc. [OKTA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/31/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel and Secretary</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	10/31/2017		c ⁽¹⁾		19,366	A	\$0.00	19,366	D	
Class A Common Stock	10/31/2017		s ⁽²⁾		11,270	D	\$29	8,066	D	
Class A Common Stock	10/31/2017		s ⁽²⁾		8,066	D	\$29	0	D	
Class A Common Stock	11/01/2017		c ⁽¹⁾		45,060	A	\$0.00	45,060	D	
Class A Common Stock	11/01/2017		s ⁽²⁾		1,042	D	\$29	44,018	D	
Class A Common Stock	11/01/2017		s ⁽²⁾		2,084	D	\$29	41,934	D	
Class A Common Stock	11/01/2017		s ⁽²⁾		41,934	D	\$29	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$8.62	10/31/2017		M			11,270	(3)	02/24/2026	Class B Common Stock	11,270	\$0.00	69,934	D	
Class B Common Stock	(1)	10/31/2017		M		11,270		(1)	(1)	Class A Common Stock	11,270	\$0.00	11,270	D	
Employee Stock Option (Right to Buy)	\$8.97	10/31/2017		M			8,066	(4)	07/29/2026	Class B Common Stock	8,066	\$0.00	241,934	D	
Class B Common Stock	(1)	10/31/2017		M		8,066		(1)	(1)	Class A Common Stock	19,336	\$0.00	19,336	D	
Class B Common Stock	(1)	10/31/2017		C ⁽¹⁾			19,336	(1)	(1)	Class A Common Stock	19,336	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$7.17	11/01/2017		M			1,042	(5)	08/27/2025	Class B Common Stock	1,042	\$0.00	21,875	D	
Class B Common Stock	(1)	11/01/2017		M		1,042		(1)	(1)	Class A Common Stock	1,042	\$0.00	1,042	D	
Employee Stock Option (Right to Buy)	\$8.62	11/01/2017		M			2,084	(3)	02/24/2026	Class B Common Stock	2,084	\$0.00	67,850	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(1)	11/01/2017		M		2,084		(1)	(1)	Class A Common Stock	3,126	\$0.00	3,126	D	
Employee Stock Option (Right to Buy)	\$8.97	11/01/2017		M			41,934	(4)	07/29/2026	Class B Common Stock	41,934	\$0.00	200,000	D	
Class B Common Stock	(1)	11/01/2017		M		41,934		(1)	(1)	Class A Common Stock	45,060	\$0.00	45,060	D	
Class B Common Stock	(1)	11/01/2017		C ⁽¹⁾			45,060	(1)	(1)	Class A Common Stock	45,060	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$3.11							(6)	01/21/2025	Class B Common Stock	172,814		172,814	D	

Explanation of Responses:

1. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.
2. This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
3. The shares subject to the option shall vest in 48 equal monthly installments beginning on February 1, 2016, subject to the Reporting Person's continued employment with the Issuer through each vesting date. The option is early exercisable by the Reporting Person.
4. 20% of the shares subject to the option vested on July 29, 2017, 20% of the shares subject to the option shall vest on July 29, 2018 and the remaining shares subject to the option shall vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continued employment with the Issuer through each vesting date. The option is early exercisable by the Reporting Person.
5. The shares subject to the option shall vest in 48 equal monthly installments beginning on August 1, 2015, subject to the Reporting Person's continued employment with the Issuer through each vesting date. The option is early exercisable by the Reporting Person.
6. 25% of the shares subject to the option vested on January 20, 2016 and the remaining shares subject to the option shall vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continued employment with the Issuer through each vesting date. The option is early exercisable by the Reporting Person.

Remarks:

/s/ Larissa Schwartz, attorney-in-fact of the Reporting Person

11/02/2017

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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